

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION III  
1650 Arch Street  
Philadelphia, Pennsylvania 19103-2029

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

NOV 25 2003

L-3 Communications Corporation,  
David Sweet, Esq., Associate General Counsel  
1920 E. Warner Avenue, Suite A  
Santa Ana, CA 92705

**Re: Follow-up 104(e) Request - L-3 Communications Corporation  
Lower Darby Creek Area Superfund Site  
Delaware and Philadelphia Counties, Pennsylvania**

Dear Mr. Sweet:

The U.S. Environmental Protection Agency ("EPA") has received the response of L-3 Communications Corporation ("L-3") to its October 3, 2001 Information Request. Based on that response and information obtained by EPA as part of its continuing investigation, EPA is seeking additional information concerning the waste disposal activities of ITE Circuit Breakers ("ITE") in Philadelphia between 1958 and 1976.

**EPA has reviewed your previous information request response dated December 13, 2001 and has determined that additional information and clarification is needed in order to complete its investigation. EPA hereby requests that L-3 respond completely and timely to the information requested in Enclosure F to this letter.**

Pursuant to the authority of Section 104(e) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. § 9604(e), L-3 is required to furnish all information and documents in its possession, custody or control, or in the possession, custody or control of any of its employees or agents which concern, refer, or relate to hazardous substances as defined by Section 101(14) of CERCLA, 42 U.S.C. § 9601(14), pollutants and/or contaminants as defined by Section 101(33), 42 U.S.C. § 9601(33), which were transported to, stored, treated, or disposed of at the above referenced facility.

Section 104 of CERCLA, 42 U.S.C. § 9604, authorizes EPA to pursue penalties for failure to comply with that section or for failure to respond adequately to required submissions of information. In addition, providing false, fictitious, or fraudulent statements or representations may subject you to criminal penalties under 18 U.S.C. § 1001. The information you provide may be used by EPA in administrative, civil, or criminal proceedings.



You must respond in writing to this required submission of information within **thirty (30) calendar days** of your receipt of this letter. The response must be signed by an authorized official of the Mint. If, for any reason, you do not provide all information responsive to this letter, in your answer to EPA you must: (1) describe specifically what was not provided, (2) supply to EPA a clear identification of the document(s) not provided, and (3) provide to EPA an appropriate reason why the document(s) was not provided.

All documents and information should be sent to:

Carlyn Winter Prisk (3HS11)  
U.S. Environmental Protection Agency  
1650 Arch Street  
Philadelphia, PA 19103

This required submission of information is not subject to the approval requirements of the Paperwork Reduction Act of 1980, 44 U.S.C. Section 3501, et seq.

If you have any question concerning this matter, please contact Carlyn Winter Prisk at (215) 814-2625 or you may have your attorney contact Brian Nishitani, Senior Assistant Regional Counsel, at (215) 814-2675.

Sincerely,



Joan Armstrong, Chief  
PRP Investigation and  
Site Information Section

Enclosures:    Enclosure A: Lower Darby Creek Area Site Map  
                  Enclosure B: List of Contractors that May Review Your Response  
                  Enclosure C: Business Confidentiality Claims/Disclosure of Your Response to  
  EPA Contractors and Grantees  
                  Enclosure D: Definitions  
                  Enclosure E: Instructions  
                  Enclosure F: Information Requested

cc:    Brian Nishitani, Esq. (3RC44)  
      Carlyn Prisk (3HS11)  
      April Flipse (PADEP)  
      Craig Olewiler (PADEP)

Enclosure A



chains, will or may reasonably be anticipated to cause death, disease, behavioral abnormalities, cancer, genetic mutation, physiological malfunctions (including malfunctions in reproduction) or physical deformations in such organisms or their offspring, except that the term "pollutant or contaminant" shall not include petroleum, including crude oil or any fraction thereof which is not otherwise specifically listed or designated as a hazardous substance under CERCLA, and shall not include natural gas, liquefied natural gas, or synthetic gas of pipeline quality (or mixtures of natural gas and such synthetic gas).

- The term "release" means any spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, or disposing into the environment (including the abandonment or discarding of barrels, containers, and other closed receptacles containing any hazardous substance or pollutant or contaminant), but excludes (a) any release which results in exposure to persons solely within a workplace, with respect to a claim which such persons may assert against the employer of such persons, (b) emissions from the engine exhaust of a motor vehicle, rolling stock, aircraft, vessel, or pipeline pumping station engine, (c) release of source, byproduct, or special nuclear material from a nuclear incident, as those terms are defined in the Atomic Energy Act of 1954 (42 U.S.C. Section 2011 et seq.), if such release is subject to requirements with respect to financial protection established by the Nuclear Regulatory Commission under section 170 of such Act (42 U.S.C. Section 2210), or, for the purposes of section 9604 of [CERCLA] or any other response action, any release of source byproduct, or special nuclear material from any processing site designated under sections 7912(a)(1) or 7942(a) of [CERCLA], and (d) the normal application of fertilizer.
- The term "waste" or "wastes" shall mean and include any discarded materials including, but not limited to, trash, garbage, refuse, by-products, solid waste, hazardous waste, hazardous substances, pollutants or contaminants, and discarded or spilled chemicals, whether solid, liquid, or sludge.
- The term "you" when referring to an incorporated entity shall mean and include the incorporated entity and its agents and representatives, including, but not limited to, persons directly authorized to transact business on the entity's behalf such as officers, directors, or partners with which the entity is affiliated, employees, accountants, engineers, or other persons who conduct business on the entity's behalf, as well as affiliated entities, including, but not limited to, partnerships, limited liability companies, divisions, subsidiaries, and holding companies.

**Business Confidentiality Claims**

You are entitled to assert a claim of business confidentiality covering any part or all of the submitted information, in the manner described in 40 C.F.R. § 2.203(b). Information subject to a claim of business confidentiality will be made available to the public only in accordance with the procedures set forth in 40 C.F.R. Part 2, Subpart B. If a claim of business confidentiality is not asserted when the information is submitted to EPA, EPA may make this information available to the public without further notice to you.

**Disclosure of Your Response to EPA Contractors and Grantees**

EPA may contract with one or more independent contracting firms (see Enclosure B) to review the documentation, including documents which you claim are confidential business information ("CBI"), which you submit in response to this information request, depending on available agency resources. Additionally, EPA may provide access to this information to (an) individual(s) working under (a) cooperative agreement(s) under the Senior Environmental Employment Program (SEE Enrollees). The SEE program was authorized by the Environmental Programs Assistance Act of 1984 (Pub. L. 98-313). The contractor(s) and/or SEE Enrollee(s) will be filing, organizing, analyzing and/or summarizing the information for agency personnel. The contractors have signed a contract with EPA that contains a confidentiality clause with respect to CBI that they handle for EPA. The SEE Enrollee(s) is working under a cooperative agreement that contains a provision concerning the treatment and safeguarding of CBI. The individual SEE enrollee has also signed a confidentiality agreement regarding treatment of CBI. Pursuant to CERCLA, 42 U.S.C. § 9604(e)(7) and EPA's regulations at 40 C.F.R. § 2.310(h), EPA may share such CBI with EPA's authorized representatives which include contractors and cooperators under the Environmental Programs Assistance Act of 1984. (See 58 Fed.Reg. 7187 (1993)). If you have any objection to disclosure by EPA of documents which you claim are CBI to any or all of the entities listed in the attachment, you must notify EPA in writing at the time you submit such documents.

## Enclosure D

### **Definitions**

- The term "arrangement" shall mean every separate contract or other agreement or understanding between two or more persons, whether written or oral.
- The term "documents" shall mean writings, photographs, sound or magnetic records, drawings, or other similar things by which information has been preserved and also includes information preserved in a form which must be translated or deciphered by machine in order to be intelligible to humans. Examples of documents include, but are not limited to, electronic mail and other forms of computer communication, drafts, correspondence, memoranda, notes, diaries, statistics, letters, telegrams, minutes, contracts, reports, studies, checks, statements, receipts, summaries, pamphlets, books, invoices, checks, bills of lading, weight receipts, toll receipts, offers, contracts, agreements, deeds, leases, manifests, licenses, permits, bids, proposals, policies of insurance, logs, inter-office and intra-office communications, notations of any conversations (including, without limitation, telephone calls, meetings, and other communications such as e-mail), bulletins, printed matter, computer printouts, invoices, worksheets, graphic or oral records or representations of any kind (including, without limitation, charts, graphs, microfiche, microfilm, videotapes, recordings and motion pictures), electronic, mechanical, magnetic or electric records or representations of any kind (including, without limitation, tapes, cassettes, discs, recordings and computer memories), minutes of meetings, memoranda, notes, calendar or daily entries, agendas, notices, announcements, maps, manuals, brochures, reports of scientific study or investigation, schedules, price lists, data, sample analyses, and laboratory reports.
- The term "hazardous substance" means (a) any substance designated pursuant to section 1321(b)(2)(A) of Title 33 [of the U.S. Code], (b) any element, compound, mixture, solution, or substance designated pursuant to section 9602 of [CERCLA], (c) any hazardous waste having the characteristics identified under or listed pursuant to section 3001 of the Solid Waste Disposal Act (42 U.S.C. Section 6921) (but not including any waste the regulation of which under the Solid Waste Disposal Act (42 U.S.C. Section 6901 et seq.) has been suspended by Act of Congress), (d) any toxic pollutant listed under section 1317(a) of Title 33, (e) any hazardous air pollutant listed under section 112 of the Clean Air Act (42 U.S.C. Section 7412), and (f) any imminently hazardous chemical substance or mixture with respect to which the Administrator has taken action pursuant to section 2606 of Title 15 [of the U.S. Code]. The term does not include petroleum, including crude oil or any fraction thereof which is not otherwise specifically listed or designated as a hazardous substance under subparagraphs (a) through (f) of this paragraph, and the term does not include natural gas, natural gas liquids, liquefied natural gas, or synthetic gas usable for fuel (or mixtures of natural gas and such synthetic gas).
- The term "pollutant or contaminant" shall include, but not be limited to, any element, substance, compound, or mixture, including disease-causing agents, which after release into the environment and upon exposure, ingestion, inhalation, or assimilation into any organism, either directly from the environment or indirectly by ingestion through food

chains, will or may reasonably be anticipated to cause death, disease, behavioral abnormalities, cancer, genetic mutation, physiological malfunctions (including malfunctions in reproduction) or physical deformations in such organisms or their offspring, except that the term "pollutant or contaminant" shall not include petroleum, including crude oil or any fraction thereof which is not otherwise specifically listed or designated as a hazardous substance under CERCLA, and shall not include natural gas, liquefied natural gas, or synthetic gas of pipeline quality (or mixtures of natural gas and such synthetic gas).

- The term "release" means any spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, or disposing into the environment (including the abandonment or discarding of barrels, containers, and other closed receptacles containing any hazardous substance or pollutant or contaminant), but excludes (a) any release which results in exposure to persons solely within a workplace, with respect to a claim which such persons may assert against the employer of such persons, (b) emissions from the engine exhaust of a motor vehicle, rolling stock, aircraft, vessel, or pipeline pumping station engine, (c) release of source, byproduct, or special nuclear material from a nuclear incident, as those terms are defined in the Atomic Energy Act of 1954 (42 U.S.C. Section 2011 et seq.), if such release is subject to requirements with respect to financial protection established by the Nuclear Regulatory Commission under section 170 of such Act (42 U.S.C. Section 2210), or, for the purposes of section 9604 of [CERCLA] or any other response action, any release of source byproduct, or special nuclear material from any processing site designated under sections 7912(a)(1) or 7942(a) of [CERCLA], and (d) the normal application of fertilizer.
- The term "waste" or "wastes" shall mean and include any discarded materials including, but not limited to, trash, garbage, refuse, by-products, solid waste, hazardous waste, hazardous substances, pollutants or contaminants, and discarded or spilled chemicals, whether solid, liquid, or sludge.
- The term "you" when referring to an incorporated entity shall mean and include the incorporated entity and its agents and representatives, including, but not limited to, persons directly authorized to transact business on the entity's behalf such as officers, directors, or partners with which the entity is affiliated, employees, accountants, engineers, or other persons who conduct business on the entity's behalf, as well as affiliated entities, including, but not limited to, partnerships, limited liability companies, divisions, subsidiaries, and holding companies.

## Enclosure E

### **Instructions**

1. You are entitled to assert a claim of business confidentiality covering any part or all of the information you submit. If you desire to assert a claim of business confidentiality, please see Enclosure C, *Business Confidentiality Claims/Disclosure of Your Response to EPA Contractors and Grantees*. You must clearly mark such information by either stamping or using any other form of notice that such information is a trade secret, proprietary, or company confidential. To ensure to the greatest extent that your intent is clear, we recommend that you mark as confidential each page containing such claimed information.
2. Please provide a separate, detailed narrative response to each question, and to each subpart of each question, set forth in this Information Request. If you fail to provide a detailed response, EPA may deem your response to be insufficient and thus a failure to comply with this Information Request, which may subject you to penalties.
3. Precede each response with the number of the question or subpart of the question to which it corresponds. For each document or group of documents produced in response to this Information Request, indicate the number of the specific question or subpart of the question to which the document(s) responds.
4. Should you find at any time after submission of your response that any portion of the submitted information is false, misrepresents the truth or is incomplete, you must notify EPA of this fact and provide EPA with a corrected written response.
5. Any terms that are used in this Information Request and/or its Enclosures that are defined in CERCLA shall have the meaning set forth in CERCLA. Definitions of several such terms are set forth in Enclosure D, *Definitions*, for your convenience. Also, several additional terms not defined in CERCLA are defined in Enclosure D. Those terms shall have the meaning set forth in Enclosure D any time such terms are used in this Information Request and/or its Enclosures.



**Information Requested**

1. In its December 13, 2001 response, L-3 indicates that it "never likely had possession of any of the documents requested." L-3 further advised that EPA contact Gould Electronics, Inc. ("Gould") In its response to EPA's Information Request, Gould indicates that the "ITE business records remained with the ITE businesses sold." Since SPD Technologies, Inc. is one of the "ITE businesses" referenced by Gould, SPD Technologies, Inc. would have been in possession of the requested documents at one time. Please provide the following information in reference to those documents:
  - a. Your document retention policy at the time of the acquisition of the Systems Protection Division of Gould by SPD Technologies, Inc.;
  - b. A description of how the records related to ITE's and/or the Systems Protection Division of Gould's operations were destroyed (burned, archived, trashed, etc.) and the approximate date of destruction;
  - c. A description of the type of information that would have been contained in the documents; and
  - d. The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.
2. Please provide any and all information in your possession regarding the Court of Common Pleas for Philadelphia County, Pennsylvania action entitled Small v. Korman Corp., et al. as referenced in the attached Records Reproduction Subpoena.
3. In its December 13, 2001 response, L-3 references "longtime former ITE employees" who provided information concerning the operations of ITE in the Philadelphia area.
  - a. For each of those unidentified individuals, please provide a full name and current address and/or last known address where each individual could be contacted;
  - b. For each of the above identified individuals, please provide a copy of the interview statement and/or a summary of his or her knowledge as it pertains to any of ITE's operations and waste disposal processes between 1958 and 1976 at facilities in the Philadelphia, Pennsylvania area; and,
  - c. Please provide and identify all additional information that each of the above witnesses was able to provide to your company with regards to Site, since your last response of December 13, 2001.

# In the Court of Common Pleas of Philadelphia County

SMALLS, ET AL

V.

KORMAN CORP., ET AL

JANUARY TERM, 1986

NO. 781

## Records Reproduction Subpoena

TO: CUSTODIAN OF RECORDS OF:

ITE CIRCUIT BREAKER  
C/O S.P.D. TECHNOLOGY  
13500 ROOSEVELT BLVD.  
PHILA., PA. 19116

YOU ARE REQUESTED TO PRODUCE ON OR BEFORE TUESDAY, OCTOBER 27, 1987  
THE FOLLOWING: ANY AND ALL RECORDS OF TRANSACTION WITH THE  
CLEARVIEW LANDFILL AND/OR CITYWIDE SERVICES, INC.

DO NOT PRODUCE THE RECORDS BY ANY MANNER STRICKEN BELOW BECAUSE ONE OR MORE  
PARTIES HAVE OBJECTED TO THAT FORM OF PRODUCTION. YOU SHOULD PRODUCE THESE BY:

- A. MAILING THE ORIGINAL RECORDS TO RECORD COPY SERVICES,  
FOUR PENN CENTER PLAZA, WHERE THE ORIGINALS WILL BE  
COPIED AND RETURNED TO YOU.
- B. PRODUCING THE ORIGINAL RECORDS AT YOUR OFFICE FOR  
REPRODUCTION AT RECORD COPY SERVICES, FOUR PENN  
CENTER PLAZA, AFTER WHICH THE ORIGINALS WILL BE  
RETURNED TO YOU.
- C. BRINGING THE ORIGINAL RECORDS TO RECORD COPY SERVICES,  
FOUR PENN CENTER PLAZA, WHERE THEY WILL BE COPIED AT  
THAT LOCATION AND RETURNED TO YOU. DO NOT MAIL THE  
ORIGINAL RECORDS.
- D. PRODUCING THE ORIGINAL RECORDS AT YOUR OFFICE, WHERE  
THE ORIGINALS WILL BE COPIED AND RETURNED TO YOU.  
DO NOT MAIL THE ORIGINAL RECORDS.

REQUESTING ATTORNEY/S:

MARK CUKER, ESQUIRE  
ATTORNEY FOR PLAINTIFF

DATE: 10/2/87

INQUIRIES SHOULD BE ADDRESSED TO:

RECORD COPY SERVICES  
FOUR PENN CENTER PLAZA  
PHILADELPHIA, PENNSYLVANIA  
215-241-5858

BY:

*M. Nelson*



communications

**L-3 Communications Corporation**

1920 E. Warner Avenue, Suite A  
Santa Ana, CA 92705  
949-851-8300 Fax: 949-851-8303

**David Sweet, Esq.**

Vice President & Associate General Counsel

December 13, 2001

**RECEIVED**

DEC 14 2001

**PRP INFO SECTION**

**Via Federal Express**

Ms. Carlyn Winter Prisk (3HS11)  
Hazardous Site Cleanup Division  
U.S. Environmental Protection Agency  
1650 Arch Street  
Philadelphia, PA 19103

Re: Lower Darby Creek Area Superfund Site

Dear Ms. Prisk:

This letter is in response to your letter of November 5, 2001 and October 3, 2001. First, we apologize for our oversight with regard to the October 3<sup>rd</sup> letter. The letter was apparently misplaced and not forwarded to my attention for response. We truly hope that there was no inconvenience beyond the need for a follow-up letter. Thank you for agreeing to extend the response deadline until December 15, 2001.

An item-by-item response to EPA's Information Request follows. As we discussed, the Request for Information appears to assume a history of ITE during the 1970s that varies in some very significant aspects from the actual history. In particular, and relevant to the time period involved in the 104(e) Request (1958 through 1976), is the fact that Gould Inc. purchased the all of the stock of ITE in 1976. There was no transaction between ITE and SPD Technologies. Thus, a significant number of responses to the Request for Information are responded to as being not applicable.

*Nevertheless, I have attempted to respond to the spirit as well as the letter of the request, by providing information regarding the actual history, and by providing those documents that are in the possession of SPD. Gould Inc. may have additional information responsive to your needs; their address is Gould Electronics, Inc., 34929 Curtis Boulevard, Eastlake, Ohio 44095. Attention: J.F. Cronmiller, Director of Environmental Affairs.*

In any event, following the purchase of ITE, Gould appears to have entered into a number of transactions involving the former ITE business. At that time, the ITE business was organized into three principal product groups; large air circuit breakers (power breakers), small air circuit breakers (molded case breakers) and switchgear. In 1979, Gould formed a 50/50 partnership with Brown Boveri Power Delivery, Inc. (now ABB) to manufacture and sell certain ITE product lines. The partnership involved both commercial and military products, but did not include the

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small air circuit breaker product line, which was retained by Gould. This partnership lasted approximately twenty-two months, and in 1980, ABB acquired Gould's fifty- (50) percent partnership interest.

Simultaneous with the sale of the large air circuit breaker line to ABB, Gould established the Distribution and Controls Division, which consisted of the small air circuit breaker product line, the Navy large air circuit breaker product line and the commercial switchgear business. In 1983, Gould attempted to sell the entire Distribution and Controls Division to Siemens, but after Department of Defense objections based upon security concerns, Gould decided to retain the entire (large and small air) Navy circuit breaker business and established the "Systems Protection Division" to manage this business. The above history was obtained from a history of ITE (Attachment 1), supplemented by an interview with a longtime, former ITE employee.

In 1987, Gould sold specifically identified assets and liabilities of the Systems Protection Division to a group formed by Systems Protection Division management and backed by Merrill Lynch Interfunding ("MLI"). MLI was the primary shareholder. The newly formed corporation to acquire these assets was SPD Technologies, Inc. ("SPD"). Gould specifically retained all of the environmental liabilities of the business, including CERCLA liabilities. In January 1998, MLI sold its controlling interest in SPD to Midmark Capital. Later in 1998, Midmark and the other SPD shareholders (mostly management) sold the stock of SPD to L-3 Communications. In 1999, Gould (which was acquired in 1988 by Nippon Mining Company, now known as Japan Electric Corporation), sold the last remnant of ITE, the Shawmut commercial fuse business to Carbone Lorraine.

While the Information Request does not seek the Gould / SPD spin-off agreement, a copy is attached to the Response as Attachment 2. There was no agreement between ITE and SPD Technologies, because ITE had already been purchased by Gould.

It also appears from the Information Request that EPA erroneously believes that SPD Technologies is now a division of L-3 Communications, Inc. In fact, SPD Technologies, Inc. is a wholly owned subsidiary of L-3 Communications Corporation. SPD Technologies, Inc. is the product of the merger of SPD Acquisition Corporation and SPD Holdings, Inc. SPD Acquisition Corporation was created by L-3 Communications when L-3 Communications acquired the stock of SPD Holdings in 1998. The responses below include information in the possession, custody, or control of SPD Technologies, Inc.

L-3 Communications expressly disclaims any obligations to update the information provided below.

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## OBJECTIONS

1. The Information Request seeks information, for example, corporate information regarding entities not even created until twenty (20) years after the operation of the referenced sites, that is clearly not relevant to its inquiry.
2. The Information Request seeks information protected by the attorney work product doctrine and / or the attorney-client privilege.
3. The Information Request assumes as true predicates that are in fact false.

## RESPONSES

1. State the name of your company, its mailing address, and telephone number. Further identify: **L-3 Communications Corporation, 1920 E. Warner Avenue, Suite A, Santa Ana, CA 92705, 949-851-8300.**
  - a. The dates and states of incorporation of your company: **1997 – Delaware.**
  - b. The date and original state of incorporation of your company, and: **1997 – Delaware.**
  - c. The parent corporation of your company, if any, and all subsidiaries or other affiliated entities: **No parent - list of subsidiaries attached as Attachment 3.**
2. Describe in detail SPD's relationship with ITE. Please submit any and all documents relating to the sale, merger or other transaction by which SPD acquired any assets, liabilities, property, or possessions of ITE, including, but not limited to all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation: **None. SPD had no transactions with ITE. SPD was first established by Gould in 1983 as a division (the Systems Protection Division). In 1987, Merrill Lynch Interfunding and management of the Systems Protection Division formed SPD Technologies, Inc., to buy the assets of the Systems Protection Division from Gould. Later, the same entities established SPD Holdings, Inc., to facilitate acquisitions of other businesses. SPD Technologies, Inc. is the product of a merger between SPD Holdings and SPD Acquisition Corporation, to facilitate the purchase of the stock of SPD Holdings by L-3 Communications Corporation.**

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3. Describe in detail L-3 Communication's relationship with SPD. Please submit any and all documents relating to the sale, merger or other transaction by which L-3 Communications acquired any assets, liabilities, property, or possessions of SPD, including, but not limited to all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation. **L-3 Communications owns 100 percent of the stock of SPD Technologies, Inc. The Stock Acquisition Agreement is attached as Attachment 4.**
4. Describe in detail the corporate histories of ITE, SPD, and L-3 Communications. Identify any and all mergers, incorporations, corporate name changes, or changes in ownership which resulted in the current organization of SPD as a division of L-3 Communications. Please provide dates of any and all such mergers, incorporations, corporate name changes and changes in ownership. **See response below.**
  - a. For each merger, please provide a copy of the merger document.
  - b. For each incorporation, please provide all documents reflecting the incorporation or the change.
  - c. For each change in ownership, please provide all documents reflecting the incorporation or the change. Please provide the names and addresses of all subsequent owners..
  - d. For each corporate name change, please provide all documents reflecting such changes.

#### **L-3 Communications**

**L-3 Communications was formed in 1997, by a combination of Frank Lanza and Robert LaPenta, Lehman Brothers and Lockheed Martin to acquire certain businesses from Lockheed Martin. Since 1997, L-3 Communications has made numerous acquisitions, growing in size to approximately \$2 billion in annual sales. In 1998, L-3 Communications had an initial public offering, and was listed on the New York Stock Exchange under the symbol LLL. L-3 Communications objects to the request for documents on the basis that such request lacks any relevance whatsoever to this inquiry, because it was not established during the relevant time period.**

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U.S. Environmental Protection Agency  
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### **SPD Technologies**

**SPD Technologies, Inc. was formed by the merger of SPD Holdings and SPD Acquisition in 1998, when L-3 Communications purchased the stock of SPD Holdings from Midmark Capital. Midmark Capital had purchased the stock of SPD Holdings from Merrill Lynch in January 1998. A copy of the MLI/Midmark Agreement is attached as Attachment 5.**

### **ITE**

**ITE's history now dates back more than 100 years. Neither SPD nor L-3 Communications has any documents relating to corporate transactions between the periods of 1958 and 1976. The documents may be obtainable from Gould. A brief chronology follows:**

- 1888 Henry B. Cutter establishes the Cutter Electrical Manufacturing Company**
- 1891 The Cutter Electrical Manufacturing Company ("Cutter") is incorporated**
- 1904 Cutter trademarks the ITE Circuit Breaker name**
- 1928 Cutter changes its name to ITE Circuit Breaker Company**
- 1968 ITE becomes ITE Imperial Corporation upon purchase of Imperial Eastman Company**
- 1976 Gould purchases the stock of ITE Imperial**

5. What is the current nature of the business or activity conducted by SPD? What was the nature of ITE's and / or SPD's business or activity in the Philadelphia area between 1958 and 1976? Please describe in detail. If the nature of ITE's / SPD's business or activity changed from the period of 1958 to 1976 to the present, please provide a detailed explanation of the changes to date.

### **SPD**

**SPD Technologies, Inc. manufactures electrical equipment, principally for the U.S. Navy. SPD had no activities in the Philadelphia area between 1958 and 1976, as it did not yet exist.**

## **ITE**

**While SPD disclaims any relationship to ITE, longtime former ITE employees report the following nature of operations in the 1958 to 1976 time period, in the Philadelphia area: ITE's Philadelphia area operations in the relevant time period consisted of four major divisions: small (molded case) air circuit breakers; large (power) air circuit breakers; switchgear; and, transformers and rectifiers. The first three operations had both commercial and U.S. Navy customers, the commercial operations were much larger. During the relevant period, ITE developed progressively higher voltage circuit breakers: 900 amp in 1963; 4160 volt in 1968; 2000 amp in 1972; and so on. Major business changes occurred in the 1970s, as high labor rates at ITE's Philadelphia operations made the commercial business non-competitive. ITE had planned to move the large breaker division to South Carolina (which in fact occurred), and the small breaker division to North Carolina (which did not occur). Around the same time, ITE established a facility in Belmawr, New Jersey to manufacture electrical panel boards. That facility was closed in the 1980s. After 1976, there were major changes to the ITE business under Gould ownership, as Gould sold pieces of ITE to various parties, as discussed above. Some ITE businesses, such as Imperial Eastman and Shawmut, never had a presence in the Philadelphia area.**

6. **Provide a copy of any and all agreements of sale, merger, and / or transfer between ITE and SPD as well as all attachments and amendments to any such agreement including related agreements such as exclusive service contracts, not to compete agreements or consulting agreements, and any agreement, schedule or other document that documents each asset, liability, property or possession sold as well as the consideration paid for each. No such agreement exists. However, a copy of the Asset Purchase Agreement between Gould and SPD is attached as Attachment 2. That Agreement clearly specifies that nearly all pre-closing liabilities, specifically including environmental and CERCLA obligations, were retained by Gould.**
7. **Identify all consideration paid by SPD for any and all assets, liabilities, property or possessions of ITE. In identifying the consideration, provide the amount paid in cash, the amount paid in promissory notes or other form of debenture payable to the entity and / or officers, directors and / or shareholders of the entity selling the assets, the value associated with the assumption of liabilities (if assumption of liabilities is involved, you are also to identify the types of liabilities assumed by SPD), the value associated with the performance of services, the value associated with shares of stock exchanged as part of the sale, and the type and value associated with any other form of consideration not**



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identified above. **No such transaction occurred. The consideration paid by SPD to Gould is identified in the Agreement referenced in Question 6 above.**

8. For all promissory notes or other form of debenture identified in Question 7 above, has there been a renegotiation of the terms and conditions relating to this debt? If there has, describe the changes made and provide documentation that substantiates these changes. Furthermore, if any payment was late, reduced or is in arrears identify the amount of the payment, the original due date of the payment, and the number of days in arrears. **No such promissory notes exist. There was no renegotiation of notes with Gould.**
9. Identify if any law suit has been filed against the current owner of any and / or all assets or former assets of ITE for activities conducted prior to the acquisition of any and / or all of these assets by SPD or any other entity. In your response, identify the plaintiff(s), defendant(s), the type of action, the docket number of the case, the court that the case was filed in and the present status of the case. **No such acquisition occurred. There were no lawsuits with Gould.**
10. Are there any indemnification agreements between ITE and SPD associated with the sale of assets? If yes, provide a copy of any such agreement. Also, has there been any attempt to activate these agreements? Describe the circumstances surrounding each attempt to activate the indemnification agreement, the current status of each attempt and if the attempt was resolved, describe the final resolution of each attempt. **No such indemnification agreements exist. However, there is an indemnification provision contained in the Agreement referenced in Question 6, above. Upon information and belief, SPD made a claim for indemnification in connection with the de minimis settlement of a Superfund site. Use of the site apparently straddled the closing date, and Gould satisfied the portion of this obligation relating to events occurring before the Closing Date of the Gould / SPD transaction. We are attempting to locate copies of correspondence relating to this site.**
11. Provide copies of any appraisals and all documents that support the appraisal's findings for each appraisal that was relied upon for any sale of assets or liabilities from ITE to SPD as well as any and all appraisals that were conducted during a four year period that begins two years prior to any sale and concludes two years after the sale. **No such sale occurred.**

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12. List the addresses where ITE had conducted business prior to any sale or other transaction referred to in this Information Request and where SPD conducted business prior to and following any such sale or other transaction.

**ITE**

**Longtime SPD employees are aware of the following addresses in the Philadelphia area where ITE conducted operations:**

1888 Chestnut Street, Philadelphia, PA (stopped 1891)  
1891 27 South 11<sup>th</sup> Street, Philadelphia, PA (stopped 1896)  
1896 1112 Samson Street, Philadelphia, PA (stopped 1900)  
1900 19<sup>th</sup> and Hamilton Streets, Philadelphia, PA (stopped 1980)  
196? Transformer Division 645 Erie Avenue, Philadelphia, PA (stopped 1974)  
1968 Switchgear Division, Chalfont, PA (stopped 1984)  
1972 Small Air Circuit Breakers Castor and Sedgely, Philadelphia, PA (stopped?)  
1974 Large Air Circuit Breakers, 645 Erie Avenue, Philadelphia, PA (stopped?)  
197? Panel Board Operation, Bellmawr, NJ (stopped mid 80s)  
1980 Navy Breakers, Horsham, PA (stopped 1985)  
1984 Switchgear Division, Montgomeryville, PA (stopped 1998)  
1985 Systems Protection Division, 13500 Roosevelt Boulevard, Philadelphia, PA

13. Identify all persons currently or formerly employed by your establishment(s) who have or may have personal knowledge of ITE's and / or SPD's operations and waste disposal practices between 1958 and 1976 at its facilities in the Philadelphia, Pennsylvania area. For each such person, state that person's employer, job title, dates of employment, current address, and telephone number. If the current telephone number or address is not available, provide the last known telephone number of last known address of such person.

**Disposal Practices**

**Jim Kennedy (deceased)**  
**Tom Becker (deceased)**

**Operations**

**John Halferty (current employee of SPD)**  
**John Ykema (current employee of SPD)**

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14. Identify the owners and operators of your establishment(s) in the Philadelphia, Pennsylvania area from 1958 to the present. For each owner and operator further provide:
- The dates of their operation;
  - The nature of their operation;
  - All information or documents relating to the handling and / or generation, storage, treatment, recycling, formulation, disposal, or transportation of any hazardous substance, hazardous waste, pollutant contaminant, or other waste during the period in which they were operating the establishment(s).

**SPD has operated establishments in the Philadelphia area as follows:**

- 13500 Roosevelt Boulevard, Philadelphia (see description of operations above.) The facility is a generator of hazardous waste only. 1987–current.**
- Montgomeryville Machine shop. Small quantity hazardous waste generator. 1987-1999.**

**SPD objects to the request to produce all documents relating to waste generation because they are voluminous and relate in no way to the relevant time period. Such documents are available for inspection at the SPD facility.**

15. Describe the types of documents generated or maintained by your establishment(s) in the Philadelphia, Pennsylvania area concerning the handling and / or generation, storage, treatment, transportation, recycling, formulation, or disposal of any hazardous substance, hazardous waste, pollutant, contaminant or other waste between 1958 and 1976. **None, establishment not yet in operation. No such documents exist in archives.**
- Provide a description of the information included in each type of document and identify the person who was / is the custodian of the documents. See response above.**
  - Describe any permits or permit applications and any correspondence between your company and / or establishment(s), and any regulatory agencies regarding the transportation and disposal of such waste. See response above.**

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- c. Describe any contracts or correspondence between your company and / or establishment(s) and any other company or entity regarding the transportation and disposal of such wastes. **See response above.**
16. Identify every hazardous substance used, generated, purchased, stored or otherwise handled at your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976. Provide chemical analyses and Material Safety Data Sheets ("MSDS"). With respect to each such hazardous substance, further identify: **None, establishment not yet in operation. No such documents exist in archives.**
- a. The process(es) in which each hazardous substance was used, generated, purchased, stored, or otherwise handled; **See response above.**
  - b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such hazardous substance; **See response above.**
  - c. The annual quantity of each such hazardous substance used, generated, purchased, stored, or otherwise handled; **See response above.**
  - d. The beginning and ending dates of the period(s) during which such hazardous substance was used, generated, purchased, stored, or otherwise handled; **See response above.**
  - e. The types and sizes of containers in which these substances were transported and stored; and **See response above.**
  - f. The persons or companies that supplied each such hazardous substance to your company. **See response above.**
17. Identify all by-products and wastes generated, stored, transported, treated, disposed of, released, or otherwise handled by your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976. With respect to each such by-product and waste identified, further provide: **None, establishment not yet in operation.**
- a. The process(es) in which each such by-product and waste was generated, stored, transported, treated, disposed of, released, or otherwise handled; **See response above.**

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- b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such by-product or waste; **See response above.**
  - c. The annual quantities of each such by-product and waste generated, stored, transported, treated, disposed of, released, or otherwise handled; **See response above.**
  - d. The types, sizes, and numbers of containers used to treat, store, or dispose of each such by-product or waste; **See response above.**
  - e. The name of the individual(s) and / or company (ies) that disposed of or treated each such by-product or waste; and **See response above.**
  - f. The location and method of treatment and / or disposal of each such by-product or waste. **See response above.**
18. Did ITE and / or SPD ever contact with, or make arrangements with Clearview, Folcroft, Folcroft Annex, Eastern Industrial, Tri-County Hauling, S. Buckly Trash Hauling, Barratt Rupert, McCloskey Engineering, ABM Disposal Services, Marvin Jonas, Jonas Waste Removal, Paolino Company, Schiavo Bros., Inc., and / or any other company or municipality to remove or transport material from your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976 for disposal? If so, for each transaction identified above, please identify: **Not to the knowledge of SPD.**
- a. The person with whom you made such a contract or arrangement; **See response above.**
  - b. The date(s) on which or time period during which such material was removed or transported for disposal; **See response above.**
  - c. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas); **See response above.**
  - d. The annual quantity (number of loads, gallons, drums) of such materials; **See response above.**
  - e. The manner in which such material was containerized for shipment or disposal; **See response above.**

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- f. The location to which such material was transported for disposal; **See response above.**
  - g. The person(s) who selected the location to which such material was transported for disposal; **See response above.**
  - h. The individuals employed with any transporter identified (including truck drivers, dispatchers, managers, etc.) with whom your establishment dealt concerning removal or transportation of such material; and **See response above.**
  - i. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your possession regarding arrangements made to remove or transport such material. **See response above.**
19. Provide the names, titles, areas of responsibility, addresses, and telephone numbers of all persons who, between 1958 and 1976, may have: **None known, establishment not yet in operation.**
- a. Disposed of or treated materials at Clearview, Folcroft and Folcroft Annex or other areas of the Site; **See response above.**
  - b. Arranged for the disposal or treatment of materials at Clearview, Folcroft and Folcroft Annex or other areas of the Site; and / or **See response above.**
  - c. Arranged for the transportation of materials to Clearview, Folcroft and Folcroft Annex or other areas of the Site (either directly or through transshipment points) for disposal or treatment. **See response above.**
20. For every instance in which your establishment(s) disposed of or treated material at Clearview, Folcroft and Folcroft Annex or other areas of the Site, or arranged for the disposal or treatment of materials at the Site, identify: **Not applicable.**
- a. The date(s) on which such material was disposed of or treated at the Site; **See response above.**
  - b. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas); **See response above.**

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- c. The annual quantity (number of loads, gallons, drums) of such material; **See response above.**
  - d. The specific location on the Site where such material was disposed of or treated; and **See response above.**
  - e. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your company's or establishment's (s') possession regarding arrangements made to dispose of or treat such material at the Site. **See response above.**
21. Did your establishment(s) or any other company or individual every spill or cause a release of any chemicals, hazardous substances, and / or hazardous waste, and / or non-hazardous solid waste on any portion of Clearview, Folcroft and Folcroft Annex or any other portion of the Site? If so, identify the following: **No.**
- a. The date(s) the spill(s) / release(s) occurred; **See response above.**
  - b. The composition (i.e., chemical analysis) of the materials which were spilled / released; **See response above.**
  - c. The response made by your or on your behalf with respect to the spill(s) / release(s); and
  - d. The packaging, transportation, and final disposition of the materials which were spilled / released. **See response above.**
22. Please identify individuals employed by your establishment(s) who were responsible for arranging for the removal and disposal of wastes, and individuals who were responsible for payments, payment approvals, and record keeping concerning such waste removal transactions at your Philadelphia, Pennsylvania area establishment(s) between 1958 and 1976. Provide current or last known addresses and telephone numbers where they may be reached. If these individuals are the same persons identified by your answer to question 3, so indicate. **None, establishment not yet in operation.**
23. Did you or any person or entity on your behalf ever conduct any environmental assessments or investigations relating to contamination at Clearview, Folcroft and Folcroft Annex or any other areas of the Site? If so, please provide all documents pertaining to such assessments or investigations. **No.**

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24. If you have any information about other parties who may have information which may assist the EPA in its investigation of the Site, including Clearview, Folcroft and Folcroft Annex, or who may be responsible for the generation of, transportation to, or release of contamination at the Site, please provide such information. The information you provide in response to this request should include the party's name, address, telephone number, type of business, and the reasons why you believe the party may have contributed to the contamination at the Site or may have information regarding the Site. **None known.**
25. Representative of your establishment(s):
- a. Identify the person(s) answering these questions on behalf of your establishment(s), including full name, mailing address, business telephone number, and relationship to the company. **David Sweet, Esq., Vice President and Associate General Counsel, L-3 Communications Corporation, 1920 E. Warner Avenue, Suite A, Santa Ana, CA 92705, Tel: 949-851-8300.**
  - b. Provide the name, title, current address, and telephone number of the individual representing your establishment(s) to whom future correspondence or telephone calls should be directed. **David Sweet, Esq., Vice President and Associate General Counsel, L-3 Communications Corporation, 1920 E. Warner Avenue, Suite A, Santa Ana, CA 92705, Tel: 949-851-8300.**
26. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following: **Not applicable. SPD has a formal document retention policy (attached as Attachment 6), but likely never had possession of any of the documents requested.**
- a. Your document retention policy; **See response above.**
  - b. A description of how the records were / are destroyed (buried, archived, trashed, etc.) and the approximate date of destruction; **See response above.**
  - c. A description of the type of information that would have been contained in the documents; and **See response above.**



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- d. The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents. **See response above.**

Very truly yours,



David Sweet

DS:dcm

Attachments (6)

1. 100 Year History Book
2. SPD Holdings Asset Purchase Agreement of the Systems Protection Division of Gould
3. L-3 Communications Corporation List of Subsidiaries
4. L-3 Stock Acquisition Agreement of SPD Technologies
5. Acquisition of Stock of SPD Holdings by Midmark Capital from MLI
6. SPD Formal Document Retention Policy

SPD\LTR\EPA-1201.DOC



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION III  
1650 Arch Street  
Philadelphia, Pennsylvania 19103-2029

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

OCT 03 2004

SPD Technologies  
c/o L-3 Communications  
600 3<sup>rd</sup> Ave.  
New York, NY 10016

Attention: Frank C. Lanza, CHB, CEO

Re: Required Submission of Information  
Lower Darby Creek Area Superfund Site - Clearview Landfill, Folcroft Landfill, and  
Folcroft Landfill Annex

Dear Mr. Lanza:

The U.S. Environmental Protection Agency ("EPA") is seeking information concerning the release, or threat of release, of hazardous substances, pollutants or contaminants into the environment at the Clearview Landfill ("Clearview"), Folcroft Landfill ("Folcroft"), and Folcroft Landfill Annex ("Folcroft Annex") portions of the Lower Darby Creek Area Superfund site, located in Delaware and Philadelphia Counties, Pennsylvania (hereinafter the "Site").

The Site is located in an industrialized portion of southeastern Delaware County and southwestern Philadelphia County, Pennsylvania, along an approximately two-mile stretch of Darby Creek, between Cobbs Creek to the north and the tidal marsh of John Heinz National Wildlife Refuge at Tinicum to the south (see Enclosure A). The Site also includes contaminated portions of areas along Darby Creek downstream as well as a portion of a 3500-acre tidal marsh.

EPA has reason to believe that wastes generated at locations owned or operated by ITE Circuit Breakers and/or SPD Technologies, Inc. ("SPD"), may have been transported to and disposed of at the Site, specifically at Clearview, Folcroft, and Folcroft Annex. Clearview is located on the east side of Darby Creek; Folcroft and Folcroft Annex are located on the west side of the creek.

Pursuant to the authority of Section 104(e) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. Section 9604(e), EPA has the authority to require L-3 Communications (hereinafter "you"), to furnish all information and documents in your possession, custody or control, or in the possession, custody or control of any of your employees or agents, which concern, refer, or relate to hazardous substances as defined by

*Customer Service Hotline: 1-800-438-2474*

Section 101(14) of CERCLA, 42 U.S.C. Section 9601(14), pollutants and/or contaminants as defined by Section 101(33) of CERCLA, 42 U.S.C. Section 9601(33), which were transported to, stored, treated, or disposed of at the above-referenced Site.

Section 104 of CERCLA authorizes EPA to pursue penalties for failure to comply with that section or for failure to respond adequately to required submissions of information. In addition, providing false, fictitious, or fraudulent statements or representations may subject you to criminal penalties under 18 U.S.C. Section 1001. The information you provide may be used by EPA in administrative, civil, or criminal proceedings.

You must respond in writing to this required submission of information within **fifteen (15) calendar days** of your receipt of this letter. For a corporation, the response must be signed by an appropriately authorized corporate official. For all other entities, the response must be signed by an authorized official of that entity.

If, for any reason, you do not provide all information responsive to this letter, then in your answer to EPA you must: (1) describe specifically what was not provided, and (2) provide to EPA an appropriate reason why the information was not provided.

All documents and information should be sent to:

Ms. Carlyn Winter Prisk (3HS11)  
U.S. Environmental Protection Agency, Region III  
1650 Arch Street  
Philadelphia, PA 19103-2029

This required submission of information is not subject to the approval requirements of the Paperwork Reduction Act of 1980, 44 U.S.C. Section 3501 et seq.

If you have any questions concerning this matter, please contact Civil Investigator Carlyn Winter Prisk at (215) 814-2625, or have your attorney contact Brian Nishitani of EPA's Office of Regional Counsel at (215) 814-2675. To discuss the Site in general or the nature of the cleanup, contact Kristine Matzko, the Remedial Project Manager, at (215) 814-5719.

Sincerely,

A handwritten signature in dark ink, appearing to read "Larry S. Miller".

Larry S. Miller  
Chief, PRP Investigation and  
Site Information Section

Enclosures:   Enclosure A: Lower Darby Creek Area Site Map  
                  Enclosure B: Business Confidentiality Claims/Disclosure of Your Response to  
                                  EPA Contractors and Grantees  
                  Enclosure C: List of Contractors that May Review Your Response  
                  Enclosure D: Definitions  
                  Enclosure E: Instructions  
                  Enclosure F: Questions

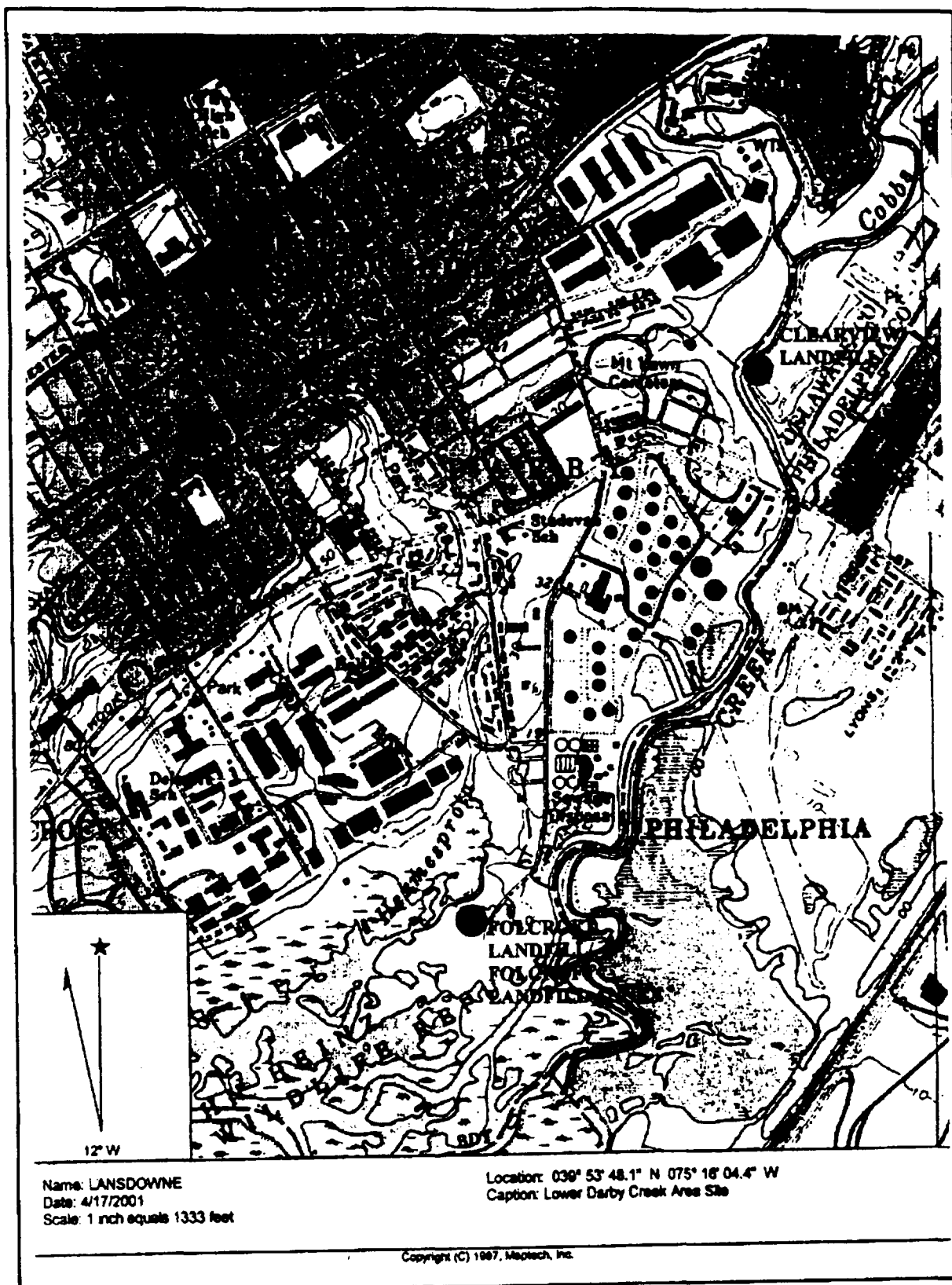
cc:     Mr. Brian Nishitani (3RC44) EPA Region III, Office of Regional Counsel  
          Ms. Kristine Matzko (3HS21) EPA Region III, Remedial Project Manager  
          Mr. Craig Olewiler Pennsylvania Department of Environmental Protection  
          Ms. April Flipse Pennsylvania Department of Environmental Protection

Enclosure A

**Lower Darby Creek Area Site Map**

***Customer Service Hotline: 1-800-438-2474***

Enclosure A



## Enclosure B

### **Business Confidentiality Claims**

You are entitled to assert a claim of business confidentiality covering any part or all of the submitted information, in the manner described in 40 C.F.R. Part 2, Subpart B. Information subject to a claim of business confidentiality will be made available to the public only in accordance with the procedures set forth in 40 C.F.R. Part 2, Subpart B. If a claim of business confidentiality is not asserted when the information is submitted to EPA, EPA may make this information available to the public without further notice to you. You must clearly mark such claimed information by either stamping or using any other such form of notice that such information is a trade secret, proprietary, or company confidential. To best ensure that your intent is clear, we recommend that you mark as confidential each page containing such claimed information.

### **Disclosure of Your Response to EPA Contractors and Grantees**

EPA may contract with one or more independent contracting firms (See "Enclosure C") to review the documentation, including documents which you claim are confidential business information ("CBI"), which you submit in response to this information request, depending on available agency resources. Additionally, EPA may provide access to this information to (an) individual(s) working under (a) cooperative agreement(s) under the Senior Environmental Employee Program ("SEE Enrollees"). The SEE Program was authorized by the Environmental Programs Assistance Act of 1984 (Pub. L. 98-313). The contractor(s) and/or SEE Enrollee(s) will be filing, organizing, analyzing and/or summarizing the information for EPA personnel. The contractors have signed a contract with EPA that contains a confidentiality clause with respect to CBI that they handle for EPA. The SEE Enrollee(s) is working under a cooperative agreement that contains a provision concerning the treatment and safeguarding of CBI. The individual SEE Enrollee has also signed a confidentiality agreement regarding treatment of CBI. Pursuant to Section 104(e)(7) of CERCLA, 42 U.S.C. Section 9604(e)(7) and EPA's regulations at 40 C.F.R. Section 2.310(h), EPA may share such CBI with EPA's authorized representatives which include contractors and cooperators under the Environmental Programs Assistance Act of 1984. (See 58 Fed.Reg. 7187 (1993)). If you have any objection to disclosure by EPA of documents which you claim are CBI to any or all of the entities listed in Enclosure C, you must notify EPA in writing at the time you submit such documents.

Enclosure C

**List of Contractors that May Review Your Response**

- Daston Corporation -  
Contract #68-S3-01-01  
Subcontractor to Daston Corporation is:  
Dynamac Corporation
  - Tetra Tech EM, Inc. -  
Contract #68-S3-0002  
Subcontractor to Tetra Tech EM, Inc. is  
Eagle Instruments, Inc.
  - Ecology and Environment, Inc. -  
Contract #68-S3-001  
Subcontractor to Ecology and  
Environment, Inc. is:  
S & S Engineers, Inc.
  - Resource Applications, Inc. -  
Contract #68-S3-003  
Subcontracts to Resource Applications,  
Inc. are:  
C.C. Johnson & Malhotra, Inc.  
Scientific & Environment Associates,  
Inc.  
Environmental Quality Management,  
Inc.
  - IT Corporation - Contract #68-S#-00-06  
Subcontracts to IT Corporation are:  
Weavertown Environmental Group  
Environmental Restoration Company
  - Earth Tech, Inc. - Contract #68-S3-00-07  
Subcontractors to Earth Tech, Inc. are:  
Industrial Marine Services, Inc.  
Cline Oil  
Hertz Equipment Rental
  - Guardian Environmental Services, Inc.  
Contract #68-S3-99-04
  - ECG Industries, Inc. -  
Contract #68-S3-99-05  
Subcontractor to ECG Industries, Inc. is:  
Earth Tech, Inc.
  - Industrial Marine Services, Inc. -  
Contract #68-S3-99-06  
Subcontractors to Industrial Marine  
Services, Inc. are:  
Earth Tech, Inc.  
Engineering and Environment, Inc.
  - Tetra Tech NUS, Inc. -  
Contract #68-S6-3003  
Subcontractors to Tetra Tech NUS, Inc.  
are:  
Gannett Flemming, Inc.  
Dynamac Corporation  
C.C. Johnson & Malhotra, P.C.
  - CDM-Federal Programs Corporation -  
Contract #68-S7-3003  
Subcontractors to CDM-Federal  
Programs Corporation are:  
Tetra Tech EM, Inc.  
Robert Kimball & Associates  
PMA & Associates  
Horne Engineering  
Pacific Environmental Services
  - Black and Veatch Waste Science and  
Technology Corporation/Tetra Tech, Inc.  
Contract #68-S7-3002
  - Universe Technologies -  
Contract #68-S3-99-02
  - Tech Law, Inc. - Contract #68-W-00-108  
Subcontractor to Tech Law, Inc. is:  
Gannett Flemming, Inc.
- List of Cooperative Agreements**
- National Association of Hispanic Elderly  
- #CQ-822511
  - AARP Foundation (Senior  
Environmental Employment)  
- #824021, #823952



## Enclosure D

### **Definitions**

- The term "**arrangement**" shall mean every separate contract or other agreement or understanding between two or more persons, whether written or oral.
- The term "**documents**" shall mean writings, photographs, sound or magnetic records, drawings, or other similar things by which information has been preserved and also includes information preserved in a form which must be translated or deciphered by machine in order to be intelligible to humans. Examples of documents include, but are not limited to, electronic mail and other forms of computer communication, drafts, correspondence, memoranda, notes, diaries, statistics, letters, telegrams, minutes, contracts, reports, studies, checks, statements, receipts, summaries, pamphlets, books, invoices, checks, bills of lading, weight receipts, toll receipts, offers, contracts, agreements, deeds, leases, manifests, licenses, permits, bids, proposals, policies of insurance, logs, inter-office and intra-office communications, notations of any conversations (including, without limitation, telephone calls, meetings, and other communications such as e-mail), bulletins, printed matter, computer printouts, invoices, worksheets, graphic or oral records or representations of any kind (including, without limitation, charts, graphs, microfiche, microfilm, videotapes, recordings and motion pictures), electronic, mechanical, magnetic or electric records or representations of any kind (including, without limitation, tapes, cassettes, discs, recordings and computer memories), minutes of meetings, memoranda, notes, calendar or daily entries, agendas, notices, announcements, maps, manuals, brochures, reports of scientific study or investigation, schedules, price lists, data, sample analyses, and laboratory reports.
- The term "**hazardous substance**" means (a) any substance designated pursuant to section 1321(b)(2)(A) of Title 33 [of the U.S. Code], (b) any element, compound, mixture, solution, or substance designated pursuant to section 9602 of [CERCLA], (c) any hazardous waste having the characteristics identified under or listed pursuant to section 3001 of the Solid Waste Disposal Act (42 U.S.C. Section 6921) (but not including any waste the regulation of which under the Solid Waste Disposal Act (42 U.S.C. Section 6901 et seq.) has been suspended by Act of Congress), (d) any toxic pollutant listed under section 1317(a) of Title 33, (e) any hazardous air pollutant listed under section 112 of the Clean Air Act (42 U.S.C. Section 7412), and (f) any imminently hazardous chemical substance or mixture with respect to which the Administrator has taken action pursuant to section 2606 of Title 15 [of the U.S. Code]. The term does not include petroleum, including crude oil or any fraction thereof which is not otherwise specifically listed or designated as a hazardous substance under subparagraphs (a) through (f) of this paragraph, and the term does not include natural gas, natural gas liquids, liquefied natural gas, or synthetic gas usable for fuel (or mixtures of natural gas and such synthetic gas).

- The term "pollutant or contaminant" shall include, but not be limited to, any element, substance, compound, or mixture, including disease-causing agents, which after release into the environment and upon exposure, ingestion, inhalation, or assimilation into any organism, either directly from the environment or indirectly by ingestion through food chains, will or may reasonably be anticipated to cause death, disease, behavioral abnormalities, cancer, genetic mutation, physiological malfunctions (including malfunctions in reproduction) or physical deformations in such organisms or their offspring, except that the term "pollutant or contaminant" shall not include petroleum, including crude oil or any fraction thereof which is not otherwise specifically listed or designated as a hazardous substance under CERCLA, and shall not include natural gas, liquefied natural gas, or synthetic gas of pipeline quality (or mixtures of natural gas and such synthetic gas).
- The term "release" means any spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, or disposing into the environment (including the abandonment or discarding of barrels, containers, and other closed receptacles containing any hazardous substance or pollutant or contaminant), but excludes (a) any release which results in exposure to persons solely within a workplace, with respect to a claim which such persons may assert against the employer of such persons, (b) emissions from the engine exhaust of a motor vehicle, rolling stock, aircraft, vessel, or pipeline pumping station engine, (c) release of source, byproduct, or special nuclear material from a nuclear incident, as those terms are defined in the Atomic Energy Act of 1954 (42 U.S.C. Section 2011 et seq.), if such release is subject to requirements with respect to financial protection established by the Nuclear Regulatory Commission under section 170 of such Act (42 U.S.C. Section 2210), or, for the purposes of section 9604 of [CERCLA] or any other response action, any release of source byproduct, or special nuclear material from any processing site designated under sections 7912(a)(1) or 7942(a) of [CERCLA], and (d) the normal application of fertilizer.
- The term "waste" or "wastes" shall mean and include any discarded materials including, but not limited to, trash, garbage, refuse, by-products, solid waste, hazardous waste, hazardous substances, pollutants or contaminants, and discarded or spilled chemicals, whether solid, liquid, or sludge.
- The term "you" when referring to an incorporated entity shall mean and include the incorporated entity and its agents and representatives, including, but not limited to, persons directly authorized to transact business on the entity's behalf such as officers, directors, or partners with which the entity is affiliated, employees, accountants, engineers, or other persons who conduct business on the entity's behalf, as well as affiliated entities, including, but not limited to, partnerships, limited liability companies, divisions, subsidiaries, and holding companies.

Enclosure E

**Instructions**

1. You are entitled to assert a claim of business confidentiality covering any part or all of the information you submit. If you desire to assert a claim of business confidentiality, please see Enclosure B, *Business Confidentiality Claims/Disclosure of Your Response to EPA Contractors and Grantees*. You must clearly mark such information by either stamping or using any other form of notice that such information is a trade secret, proprietary, or company confidential. To ensure to the greatest extent that your intent is clear, we recommend that you mark as confidential each page containing such claimed information.
2. Please provide a separate, detailed narrative response to each question, and to each subpart of each question, set forth in this Information Request. If you fail to provide a detailed response, EPA may deem your response to be insufficient and thus a failure to comply with this Information Request, which may subject you to penalties.
3. Precede each response with the number of the question or subpart of the question to which it corresponds. For each document or group of documents produced in response to this Information Request, indicate the number of the specific question or subpart of the question to which the document(s) responds.
4. Should you find at any time after submission of your response that any portion of the submitted information is false, misrepresents the truth or is incomplete, you must notify EPA of this fact and provide EPA with a corrected written response.
5. Any terms that are used in this Information Request and/or its Enclosures that are defined in CERCLA shall have the meaning set forth in CERCLA. Definitions of several such terms are set forth in Enclosure D, *Definitions*, for your convenience. Also, several additional terms not defined in CERCLA are defined in Enclosure D. Those terms shall have the meaning set forth in Enclosure D any time such terms are used in this Information Request and/or its Enclosures.

Enclosure F

**QUESTIONS**

1. State the name of your company, its mailing address, and telephone number. Further identify:
  - a. The dates and states of incorporation of your company;
  - b. The date and original state of incorporation of your company; and
  - c. The parent corporation of your company, if any, and all subsidiaries or other affiliated entities.
2. Describe in detail SPD's relationship with ITE. Please submit any and all documents relating to the sale, merger or other transaction by which SPD acquired any assets, liabilities, property, or possessions of ITE, including, but not limited to all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.
3. Describe in detail L-3 Communication's relationship with SPD. Please submit any and all documents relating to the sale, merger or other transaction by which L-3 Communications acquired any assets, liabilities, property, or possessions of SPD, including, but not limited to all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.
4. Describe in detail the corporate histories of ITE, SPD, and L-3 Communications. Identify any and all mergers, incorporations, corporate name changes, or changes in ownership which resulted in the current organization of SPD as a division of L-3 Communications. Please provide dates of any and all such mergers, incorporations, corporate name changes and changes in ownership.
  - a. For each merger, please provide a copy of the merger document;
  - b. For each incorporation, please provide all documents reflecting the incorporation or the change;
  - c. For each change in ownership, please provide all documents reflecting the incorporation or the change. Please provide the names and addresses of all subsequent owners; and
  - d. For each corporate name change, please provide all documents reflecting such changes.

5. What is the current nature of the business or activity conducted by SPD? What was the nature of ITE's and/or SPD's business or activity in the Philadelphia area between 1958 and 1976? Please describe in detail. If the nature of ITE's/SPD's business or activity changed from the period of 1958 to 1976 to the present, please provide a detailed explanation of the changes to date.
6. Provide a copy of any and all agreements of sale, merger, and/or transfer between ITE and SPD as well as all attachments and amendments to any such agreement including related agreements such as exclusive service contracts, not to compete agreements or consulting agreements, and any agreement, schedule or other document that documents each asset, liability, property or possession sold as well as the consideration paid for each.
7. Identify all consideration paid by SPD for any and all assets, liabilities, property or possessions of ITE. In identifying the consideration, provide the amount paid in cash, the amount paid in promissory notes or other form of debenture payable to the entity and/or officers, directors and/or shareholders of the entity selling the assets, the value associated with the assumption of liabilities (if assumption of liabilities is involved, you are also to identify the types of liabilities assumed by SPD), the value associated with the performance of services, the value associated with shares of stock exchanged as part of the sale, and the type and value associated with any other form of consideration not identified above.
8. For all promissory notes or other form of debenture identified in Question 7 above, has there been a renegotiation of the terms and conditions relating to this debt? If there has, describe the changes made and provide documentation that substantiates these changes. Furthermore, if any payment was late, reduced or is in arrears identify the amount of the payment, the original due date of the payment, and the number of days in arrears.
9. Identify if any law suit has been filed against the current owner of any and/or all assets or former assets of ITE for activities conducted prior to the acquisition of any and/or all of these assets by SPD or any other entity. In your response, identify the plaintiff(s), defendant(s), the type of action, the docket number of the case, the court that the case was filed in and the present status of the case.
10. Are there any indemnification agreements between ITE and SPD associated with the sale of assets? If yes, provide a copy of any such agreement. Also, has there been any attempt to activate these agreements? Describe the circumstances surrounding each attempt to activate the indemnification agreement, the current status of each attempt and if the attempt was resolved, describe the final resolution of each attempt.
11. Provide copies of any appraisals and all documents that support the appraisal's findings for each appraisal that was relied upon for any sale of assets or liabilities from ITE to SPD as well as any and all appraisals that were conducted during a four year period that begins two years prior to any sale and concludes two years after the sale.

12. List the addresses where ITE had conducted business prior to any sale or other transaction referred to in this information request and where SPD conducted business prior to and following any such sale or other transaction.
13. Identify all persons currently or formerly employed by your establishment(s) who have or may have personal knowledge of ITE's and/or SPD's operations and waste disposal practices between 1958 and 1976 at its facilities in the Philadelphia, Pennsylvania area. For each such person, state that person's employer, job title, dates of employment, current address, and telephone number. If the current telephone number or address is not available, provide the last known telephone number or last known address of such person.
14. Identify the owners and operators of your establishment(s) in the Philadelphia, Pennsylvania area from 1958 to the present. For each owner and operator further provide:
  - a. The dates of their operation;
  - b. The nature of their operation; and
  - c. All information or documents relating to the handling and/or generation, storage, treatment, recycling, formulation, disposal, or transportation of any hazardous substance, hazardous waste, pollutant, contaminant, or other waste during the period in which they were operating the establishment(s).
15. Describe the types of documents generated or maintained by your establishment(s) in the Philadelphia, Pennsylvania area concerning the handling and/or generation, storage, treatment, transportation, recycling, formulation, or disposal of any hazardous substance, hazardous waste, pollutant, contaminant or other waste between 1958 and 1976.
  - a. Provide a description of the information included in each type of document and identify the person who was/is the custodian of the documents;
  - b. Describe any permits or permit applications and any correspondence between your company and/or establishment(s), and any regulatory agencies regarding the transportation and disposal of such wastes; and
  - c. Describe any contracts or correspondence between your company and/or establishment(s) and any other company or entity regarding the transportation and disposal of such wastes.
16. Identify every hazardous substance used, generated, purchased, stored, or otherwise handled at your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976. Provide chemical analyses and Material Safety Data Sheets ("MSDS"). With respect to each such hazardous substance, further identify:

- a. The process(es) in which each hazardous substance was used, generated, purchased, stored, or otherwise handled;
  - b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such hazardous substance;
  - c. The annual quantity of each such hazardous substance used, generated, purchased, stored, or otherwise handled;
  - d. The beginning and ending dates of the period(s) during which such hazardous substance was used, generated, purchased, stored, or otherwise handled;
  - e. The types and sizes of containers in which these substances were transported and stored; and
  - f. The persons or companies that supplied each such hazardous substance to your company.
17. Identify all by-products and wastes generated, stored, transported, treated, disposed of, released, or otherwise handled by your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976. With respect to each such by-product and waste identified, further provide:
- a. The process(es) in which each such by-product and waste was generated, stored, transported, treated, disposed of, released, or otherwise handled;
  - b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such by-product or waste;
  - c. The annual quantities of each such by-product and waste generated, stored, transported, treated, disposed of, released, or otherwise handled;
  - d. The types, sizes, and numbers of containers used to treat, store, or dispose of each such by-product or waste;
  - e. The name of the individual(s) and/or company(ies) that disposed of or treated each such by-product or waste; and
  - f. The location and method of treatment and/or disposal of each such by-product or waste.
18. Did ITE and/or SPD ever contract with, or make arrangements with Clearview, Folcroft, Folcroft Annex, Eastern Industrial, Tri-County Hauling, S. Buckly Trash Hauling, Barratt Rupurt, McCloskey Engineering, ABM Disposal Services, Marvin Jonas, Jonas Waste Removal, Paolino Company, Schiavo Bros., Inc. and/or any other company or municipality to remove or transport material from your establishment(s) in the

Philadelphia, Pennsylvania area between 1958 and 1976 for disposal? If so, for each transaction identified above, please identify:

- a. The person with whom you made such a contract or arrangement;
  - b. The date(s) on which or time period during which such material was removed or transported for disposal;
  - c. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas);
  - d. The annual quantity (number of loads, gallons, drums) of such material;
  - e. The manner in which such material was containerized for shipment or disposal;
  - f. The location to which such material was transported for disposal;
  - g. The person(s) who selected the location to which such material was transported for disposal;
  - h. The individuals employed with any transporter identified (including truck drivers, dispatchers, managers, etc.) with whom your establishment dealt concerning removal or transportation of such material; and
  - i. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your possession regarding arrangements made to remove or transport such material.
19. Provide the names, titles, areas of responsibility, addresses, and telephone numbers of all persons who, between 1958 and 1976, may have:
- a. Disposed of or treated materials at Clearview, Folcroft and Folcroft Annex or other areas of the Site;
  - b. Arranged for the disposal or treatment of materials at Clearview, Folcroft and Folcroft Annex or other areas of the Site; and/or
  - c. Arranged for the transportation of materials to Clearview, Folcroft and Folcroft Annex or other areas of the Site (either directly or through transshipment points) for disposal or treatment.
20. For every instance in which your establishment(s) disposed of or treated material at Clearview, Folcroft and Folcroft Annex or other areas of the Site, or arranged for the disposal or treatment of material at the Site, identify:
- a. The date(s) on which such material was disposed of or treated at the Site;



- b. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas);
  - c. The annual quantity (number of loads, gallons, drums) of such material;
  - d. The specific location on the Site where such material was disposed of or treated; and
  - e. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your company's or establishment's(s') possession regarding arrangements made to dispose of or treat such material at the Site.
21. Did your establishment(s), or any other company or individual ever spill or cause a release of any chemicals, hazardous substances, and/or hazardous waste, and/or non-hazardous solid waste on any portion of Clearview, Folcroft and Folcroft Annex or any other portion of the Site? If so, identify the following:
- a. The date(s) the spill(s)/release(s) occurred;
  - b. The composition (i.e., chemical analysis) of the materials which were spilled/released;
  - c. The response made by you or on your behalf with respect to the spill(s)/release(s); and
  - d. The packaging, transportation, and final disposition of the materials which were spilled/released.
22. Please identify individuals employed by your establishment(s) who were responsible for arranging for the removal and disposal of wastes, and individuals who were responsible for payments, payment approvals, and record keeping concerning such waste removal transactions at your Philadelphia, Pennsylvania area establishment(s) between 1958 and 1976. Provide current or last known addresses and telephone numbers where they may be reached. If these individuals are the same persons identified by your answer to question 3, so indicate.
23. Did you or any person or entity on your behalf ever conduct any environmental assessments or investigations relating to contamination at Clearview, Folcroft and Folcroft Annex or any other areas of the Site? If so, please provide all documents pertaining to such assessments or investigations.
24. If you have any information about other parties who may have information which may assist the EPA in its investigation of the Site, including Clearview, Folcroft and Folcroft Annex, or who may be responsible for the generation of, transportation to, or release of contamination at the Site, please provide such information. The information you provide in response to this request should include the party's name, address, telephone number, type of business, and the reasons why you believe the party may have contributed to the contamination at the Site or may have information regarding the Site.

25. Representative of your establishment(s):
- a. Identify the person(s) answering these questions on behalf of your establishment(s), including full name, mailing address, business telephone number, and relationship to the company.
  - b. Provide the name, title, current address, and telephone number of the individual representing your establishment(s) to whom future correspondence or telephone calls should be directed.
26. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:
- a. Your document retention policy;
  - b. A description of how the records were/are destroyed (burned, archived, trashed, etc.) and the approximate date of destruction;
  - c. A description of the type of information that would have been contained in the documents; and
  - d. The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.

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